

IN THE UNITED STATES BANKRUPTCY COURT FOR THE  
WESTERN DISTRICT OF MISSOURI  
SOUTHERN DIVISION

IN RE: )  
KIRKLAND HUTCHESON, LLC )  
 )  
Debtor. ) Case No. 09-62695-ABF-11

**AMENDED DISCLOSURE STATEMENT OF**  
**KIRKLAND HUTCHESON, LLC**  
**(Information for Purposes of Soliciting Acceptances of Plan of Reorganization)**

**ARTICLE I**

Introduction

1.01. Proponent. This Amended Disclosure Statement ("Disclosure Statement") has been prepared and is being distributed by KIRKLAND HUTCHESON, LLC, ("Debtor" and "Proponent"), with the Debtor's Plan of Reorganization (the "Plan") or any amended Plan filed by Debtor.

1.02. Purpose. The purpose of this Disclosure Statement is to enable Debtor as the proponent of a Plan which is being presented to the Court to comply with Chapter 11 U.S.C. Section 1125(a) which requires the proponent of the Plan to disclose adequate information for each holder of a claim or interest to make an informed judgment about the Plan in exercise of their right to vote for acceptance or rejection of Debtor's proposed Plan. This Disclosure Statement contains a discussion of the Debtor's business related financial information, properties, and a summary and analysis of the Plan.

1.03. Disclaimer/Reliance. This Disclosure Statement is intended to provide creditors with adequate information to make an informed decision in voting to accept or reject the Debtor's Plan of Reorganization. **Statements and representations made in this Disclosure Statement have been obtained from sources believed to be reliable but are not guaranteed as to their accuracy and completeness. The statements and representations are true and accurate to the best of the Debtor's knowledge, information, and belief. Certain information relating to projections and values is necessarily subjective and constitute opinions of the Debtor or authorized representatives. Creditors are encouraged to consult with their financial advisers, attorneys, or other creditors in order to obtain a more complete understanding of the financial and legal implications of the Disclosure Statement and Plan.**

1.04. Definitions, Interpretation, and Rules of Construction. Certain terms used in the Disclosure Statement may also be used in the Plan which contains a schedule of definitions or meanings. The definitions in the Plan are applicable to the Disclosure Statement. The provisions of the Plan shall control over the provisions of any other agreement or document and over any descriptions thereof contained in the Disclosure Statement, other than the confirmation order created in connection with the Plan as an adjunct or supplement thereto or required thereby. Any term that is not otherwise defined within the Plan, but that is used in the Bankruptcy Code or Bankruptcy Rules, will have the meaning given to that term in the Bankruptcy Code or Bankruptcy Rules, as applicable.

1.05. Procedure. Pursuant to Local Rule 3016-2B of the United States for the Western District of Missouri the Bankruptcy Court may conditionally approve the Disclosure Statement. If or when the Bankruptcy Court has conditionally approves any Disclosure Statement all parties in interest shall receive the Bankruptcy Court's Order (a) fixing a time for filing objections to the Disclosure Statement; (b) fixing a date for the hearing on final approval of the Disclosure Statement to be held if a timely objection is filed; (c) fixing a date for the hearing on confirmation; and (d) fixing a time in which the holders of claims in interest may accept or reject the Plan. The hearing on final approval of the Disclosure Statement may be concurrent with the hearing to confirm Debtor's Plan. The hearing will be held at the U.S. Courthouse, Bankruptcy Courtroom, 2<sup>nd</sup> Floor, 222 John Q. Hammons Parkway, Springfield, Missouri 65806. Objections to the adequacy of the disclosures stated and the confirmation of the Plan must be filed with the Court and served upon the attorney for the Debtor at the address and by the deadline set forth in the conditional Order and Notice or it will not be considered at the hearing.

1.06. Voting. If the Disclosure Statement has been conditionally approved the Disclosure Statement and proposed Plan will be accompanied by a Court Order conditionally approving the Disclosure Statement for circulation with the Plan to claim holders and parties in interest together with a separate ballot. In order to vote for or against the Plan, an eligible and qualified voter must complete, date, sign, and mail the accompanied ballot to the attorney for Debtor, at the address as follows: David E. Schroeder, Attorney for Debtor, 1524 E. Primrose, Suite A, Springfield, MO 65804, telephone (417) 890-1000, Fax (417) 886-8563. **The ballot must be received by the deadline set forth in the Court Order approving the circulation of the above-described materials.**

1.07. Confirmation of Plan. Debtor's Plan of Reorganization or any Amended Plan filed by Debtor must be confirmed by the Court before it is effective. The Court will schedule a confirmation hearing on the proposed Plan. **The holders of all claims or interests will receive notice of the hearing.** (Notice of hearing may be set forth in a Court order conditionally approving the Disclosure Statement as described in Section 1.05 above). At the confirmation hearing the Court will determine whether the requisite number of classes and creditors have accepted the Plan and determine whether all other requirements of confirmation have been satisfied.

1.08 Contact for More Information. If you want additional information about the Disclosure Statement or Plan, you should contact the attorney for Debtor, David E. Schroeder at 1524 E. Primrose, Suite A, Springfield, Missouri 65807, Telephone (417) 890-1000, Fax (417) 886-8563, or by e-mail at [bk1@dschroederlaw.com](mailto:bk1@dschroederlaw.com)

## ARTICLE II

### The Debtor and the Bankruptcy Estate

2.01. The Debtor. Debtor KIRKLAND HUTCHESON, LLC is a Missouri limited liability company formed and was initially organized in March of 2004 to own and operate the real estate and improvements known as the Atrium Inn which consisted of two (2) separate lodge buildings located at 3005 Green Mountain Drive, Branson, Taney County, Missouri. The current members of the Debtor are family members of either Kirkland or Hutcheson and their identity and interest is set forth below.

William and Noela Kirkland	35%
Alvin and Kathleen Hutcheson	25%
Jeffery Hutcheson	25%

Sandra Kirkland	5%
David Kirkland	5%
Robert Kirkland	5%

The original Atrium Inn was comprised of two (2) motel buildings with a total of one hundred (100) guest rooms, a day spa, a three bedroom manager's apartment, and a meeting room. In August of 2004 Debtor purchased an adjoining vacant 2.16 acre lot for future expansion. In 2009, the Debtor company added a new four (4) story "Castle Rock Resort" which included one hundred (100) additional guest rooms, a full service restaurant, media space, a 30,000 square foot indoor water park, and a 5,000 square foot outdoor water park. The indoor water park features several large slides including both corkscrew and raft ride attractions, an upper messenine level featuring a lazy river, and various multiple level sundecks. Construction financing was provided by BancorpSouth Bank.

For purposes of further disclosure and in accordance with Local Rule 3016-2A, the Debtor's pre-bankruptcy financial operations are reflected in its annual Federal tax returns for the tax years of 2007, 2008, and 2009 attached hereto as Schedules 2.01A, B, and C.

2.02. Factors Contributing to the Filing of Chapter 11 Reorganization Proceeding. As of September 1, 2007 Debtor had undertaken the addition of the new four story "Castle Rock Resort" which included one hundred (100) additional guest rooms and the indoor and outdoor water parks, restaurant, and other amenities. In September of 2007 the project was sixty percent (60%) complete and Debtor had planned to open by September 1, 2007 pursuant to a development budget of approximately \$12,000,000.00. Construction financing was being provided by BancorpSouth. Subsequently the Debtor experienced construction delays and other problems and did not open Castle Rock and the water park until March of 2009. In addition the financial arrangement Debtor made with ARM Castle Rock, LLC for total and exclusive management of the property proved not to be cost effective or operationally efficient. As a result Debtor suffered from cash flow deficiencies and began to accrue substantial unpaid tax liabilities with both the Internal Revenue Service, Missouri Department of Revenue, and the City of Branson ("tourism tax"). In the fall of 2009 Debtor was expecting an assessment of substantial real estate taxes based upon the nature of improvements to be due and payable on or before December 31, 2009. With the culmination of unpaid debt Debtor elected to file for relief under Chapter 11 to reorganize and restructure its financial obligations and filed its petition on November 24, 2009.

2.03 Nature of Assets and Liabilities Within Debtor's Bankruptcy Proceeding. With the commencement of Debtor's case under Chapter 11 of the Bankruptcy Code, herein the "Petition Date", a bankruptcy estate was created by virtue of Section 541 of the Bankruptcy Code with the estate being comprised of all Debtor's legal or equitable interests in various property rights and assets. Debtor subsequently filed its bankruptcy schedules and statement of affairs for the purpose of attempting to identify the nature and extent of its assets and liabilities. A table summarizing Debtor's opinion of the nature and value of its assets as of the petition date and as set forth on Debtor's initial bankruptcy schedules is attached hereto and identified as Schedule 2.03. Subsequently, Debtor has prepared a liquidation analysis based on available data, prevailing conditions, and data made available by Bancorp South and takes the position that the market value of Debtor's business and property "as is" is the sum of real property at \$11,500,000.00 and personal property at \$1,600,000.00 or a final value conclusion of \$13,100,000.00. Debtor's final value conclusion is set forth in its liquidation analysis described at Article 8, Section 8.01 and Schedule 8.01. The bankruptcy schedules separated creditors into

creditors holding secured claims (Schedule D), creditors holding unsecured priority claims (Schedule E-generally tax claims), and creditors holding unsecured non-priority claims (Schedule F). A summary of the total amount of claims stated in the aforescribed bankruptcy schedules is provided below.

Schedule D-Secured Claims	\$12,831,854.00
Schedule E-Unsecured Priority Claims	\$ 215,728.00
Schedule F-Unsecured Non-Priority Claims	\$ 456,056.00

Schedule F claims included and identified certain claims of which Debtor disputed. The claims listed as disputed by Debtor are as follows:

Amazon Systems, Inc.	\$ 21,988.00
D&M Construction	\$ 24,372.00
Flash Heating	\$142,027.00
Otis Elevator	\$ 5,078.00
Pyramid Plumbing	\$ 12,455.00

### ARTICLE III

#### Description of Chapter 11 Operations

3.01. Employment of Professionals. By Order entered on December 18, 2009, the Bankruptcy Court approved the Debtor's employment of attorney David E. Schroeder as Debtor's counsel for its reorganization proceeding.

3.02 Motion for Adequate Protection and to Prohibit Use of Cash Collateral. On December 24, 2009 and December 28, 2009, creditor BancorpSouth filed Motions for Relief from Stay and to Prohibit Use of Cash Collateral (doc. #17 and #21) respectively. Subsequently Debtor and BancorpSouth entered into a Stipulation for Adequate Protection and for Use of Cash Collateral (doc. #48) which was approved by the Court on March 9, 2010 (doc. #50). Debtor has been operating under the terms of the Stipulation to date.

3.03 Motion to Incur Unsecured Credit. On February 2, 2010, Debtor filed its Motion for Order Permitting Debtor to Incur Unsecured Credit (doc. #31) from individual Jeff Hutcheson in an amount not to exceed \$250,000.00 for use as additional operating capital during the tourist off season under terms of an advanced line of credit bearing interest of 5% with interest to be paid one (1) year from execution of the loan documents and all principal and accrued interest to be paid two (2) years from execution. Debtor's Motion was granted by the Court on February 16, 2010 (doc. #40).

3.04 Motion for Bar Date. On April 20, 2010, Debtor filed its Motion to Set Bar Date (doc. #63) and the Court entered an Order Fixing the Deadline for Filing Proofs of Claims (doc. #64) establishing a bar date for filing proofs of claim for May 29, 2010.

3.05 Filing of Initial Chapter 11 Plan and Disclosure Statement. On May 10, 2010 Debtor filed its initial Chapter 11 Plan of reorganization [doc. #70] and its separate Disclosure Statement [doc. #71] and the Court entered its Order preliminary approving the Disclosure Statement and setting a combined hearing on the Disclosure Statement and Confirmation for July

29, 2010 [doc. #72]. Prior to the July hearing the Office of the United States Trustee filed a comment to Debtor's Disclosure Statement and Plan and also an Objection to Confirmation was filed by Bancorp South. The comments and objections included reference to Debtor needing to include a financial history, a summary of its performance while in Chapter 11, projections of proposed payments under the Plan, and a liquidation analysis with respect to the value of its business and assets. At the July hearing the Court denied Confirmation and granted Debtor seven (7) days in which to file an amended Plan and Disclosure Statement. Debtor was unable to timely file an amended Disclosure Statement based upon its inability to arrive at any third party valuation or appraisal of its business or real and personal property. After acquiring and reviewing available data, prevailing market conditions, and data made available by Bancorp South Debtor has arrived at a final value conclusion with respect to its business and assets and asserts same in this Disclosure Statement. Debtor proceeded to seek allowance of the Court to file its Amended Disclosure Statement and Plan out of time.

3.06. Financial Performance While In Chapter 11. Debtor has filed monthly operating reports during the Chapter 11 proceeding. A summary of Debtor's Periodic Operating Reports is set forth in Schedule 3.06 attached hereto and incorporated herein by reference.

#### **ARTICLE IV**

##### Expected Distributions Under the Plan

4.01. General. Set forth in this Article is a general description of the basic treatment and the distribution with respect to claims including classes of claims and interest. This description is not intended, nor should it be relied upon, to substitute for a careful review of the actual terms of the Plan.

4.02. Summary of Expected Distributions to Claimants. The table below summarizes the claims or classes of claims and interest and their proposed treatment under the Plan. The table constitutes a summary only and must be qualified by reference to the Plan itself and the exhibits thereto and all documents described therein. Any specific claim in any specific class and the total amount to be paid may vary depending upon resolution of any objections to claims as may be filed with the Bankruptcy Court and served upon the holders of each claim to which objections are made. The identity of Class 5Mechanic Lien Claimants and Class 6General Unsecured Claims and Debtor's position as to whether each claim is disputed and Debtors opinion of the affect of the disputed claims on distribution to each Class is set forth on Schedule 4.02 attached hereto and identified herein.

<b>Claims/Class</b>	<b>Impairment</b>	<b>Treatment</b>
Priority Tax Claim Taney County Collector \$92,922.00	Unimpaired	To be paid with interest in full; monthly
Priority Tax Claim Taney County Collector \$31,813.00	Unimpaired	To be paid with interest in full; monthly
Priority Tax Claim City of Branson \$52,215.00	Unimpaired	To be paid with interest in full; monthly

Priority Tax Claim Missouri Department of Revenue \$1,205.00	Unimpaired	To be paid with interest in full
Priority Tax Claim Missouri Department of Revenue \$84,259.00	Unimpaired	To be paid with interest in full; monthly
Priority Tax Claim Internal Revenue Service \$25,655.00	Unimpaired	To be paid with interest in full; monthly
Jeffery Hutcheson \$250,000.00	Unimpaired	5.5% with interest paid one (1) year from note and any additional interest paid two (2) years from note
Class 1 – Missouri Department of Revenue \$25,521.00	Impaired	To be paid with interest in full; monthly
Class 2 – BancorpSouth Bank \$12,519,000.00	Impaired	Interest payments only for 36 months (9 monthly interest payments to equal 12 months of interest) at Wall Street journal prime plus 2 points, adjusted every 6 months and during the term the interest rate shall not be less than 5% or more than 7%; after 36 months the obligation shall be amortized over a term of 20 years with the same interest terms.
Class 3 – Great America Leasing Corporation	Unimpaired	To be paid in accordance with contract
Class 4 – Kirkland \$250,000.00	Impaired	Quarterly payments of interest at 5.5% per annum
Class 5 – Mechanic Lien Claimants	Impaired	Any claims determined to be unperfected in any state court action or adversary action and otherwise allowed will be treated as unsecured creditors in Class 6. Claims determined to be secured claims will be paid prorata

		on a quarterly basis until claims are paid in full
Class 6 – General Unsecured Claims	Impaired	Prorata quarterly payment of \$0.10 for each dollar (10%) of each allowed claim over sixty (60) months
Class 7 – Equity Security Interest	Impaired	No distribution until and unless all obligations under the Plan have been performed

## ARTICLE V

### Summary of Plan

5.01 Plan In General. Debtor's proposed Plan accompanies this Disclosure Statement. **The summaries of the Plan and other documents contained in this Disclosure Statement are qualified in their entirety by reference to the Plan itself, the exhibits thereto and all documents described therein. Creditors and other parties in interest are urged to review the Plan itself.** Generally, the Plan requires that, after final Court approval of the Plan has been obtained, the Debtor will begin making plan payments to those of their creditors whose claims have been allowed and in accordance with the priority of classes and the specific treatment specified within the Plan.

5.02. Classes of Claims And Interests and Treatment. The Plan divides claims and interests into separate categories, separate claims, or separate classes. The claims and or classes and treatment to be accorded to each claim and or class under the Plan are set forth in the Table at Article IV, Section 4.02 above.

5.03. Executory Contracts and Unexpired Leases. On the effective date, the Debtor shall be deemed to have assumed or rejected, as the case may be, each executory contract and unexpired lease as otherwise provided in Article V, Section 5.01 of the Plan. The following chart lists each executory contract and unexpired lease and the Debtor's intention (assumption or rejection) with respect thereto;

Description	Treatment
Management Agreement with American Resort Management, LLC and/or ARM Castle Rock, LLC	Previously terminated with mutual releases
Management Agreement with Hybrid Hospitality, LLC	Rejection

If the rejection of an executory contract or unexpired lease during the Chapter 11 case results in a claim, then such claim shall be forever barred and shall not be enforceable against the Debtor

unless a Proof of Claim is filed with the Clerk of the Bankruptcy Court and served upon counsel to the Debtor within thirty (30) days after the effective date.

## ARTICLE VI

### Distributions on Claims and Interests and Implementation of Plan

6.01. Distributions by Reorganized Debtor. Pursuant to the Plan, at Article VI, Section 6.01, the reorganized Debtor shall assume the obligation and have the duty to make distributions in accordance with the Plan. No payment or distribution shall be made with respect to any claim to the extent it is a disputed claim unless and until all objections to such disputed claim are resolved and such disputed claim becomes an allowed claim.

6.02. Treating Disputed Claims. Pursuant to the Plan, at Article VII, Section 7.02, after the date of entry of the confirmation order, the reorganized Debtor shall have the authority to (1) file, litigate to final judgment, settle, or withdraw objections to disputed claims, (2) file proof of claims on behalf of creditors who do not file claims within the period set for doing so pursuant to Bankruptcy Rule 3004, and (3) litigate to final judgment, settle, or withdraw objections to claims filed pursuant to Bankruptcy Rule 3004. The Plan, at Article VII, Section 7.01, provides that all objections to claims must be filed or alternatively Debtor shall file all objections to claims and interests within 30 days after the effective date of the Plan. If an objection has not been filed to a proof of claim or a scheduled claim by such date, the claim to which the proof of claim or scheduled claim relates shall be treated as an allowed claim if such claim has not been previously allowed.

6.03. Undeliverable Distributions or Failure to Claim Distributions. Pursuant to the Plan at Article VI, Section 6.04, if any holder of a claim fails to accept, negotiate, or cash any distribution, no further distribution shall be made to such holder unless and until the reorganized Debtor is notified in writing of such holder's then current address or reason for failure to claim, accept, or cash the distribution.

6.04. Effective Date of Plan. The Plan provides that the effective date of the Plan shall be the first day exclusive of a Saturday, Sunday or Federal legal holiday following the 30th day after an order of the Bankruptcy Court confirming the Plan has become a final order, not subject to appeal, or if a notice of appeal has been filed with respect thereto, not stayed by any order of the Court having jurisdiction to stay such order confirming the Plan.

6.05. Means for Implementation of the Plan. The means for executing and implementing the Plan will be to allow the Debtor to keep and retain its property and continue the operation of its business in its ordinary course of business affairs subject to the encumbrances thereon as provided for in the Plan and allow the Debtor a period of time to satisfy its creditors as provided for in the Plan. The funds necessary for the satisfaction of the creditors' claims through payments under the Plan shall be generated from the continued operation of the business, however the Debtor may also seek to sell its assets to discharge its obligations set forth in the Plan.

6.06. Retention of Jurisdiction. The Plan at Article IX provides that the Bankruptcy Court shall retain jurisdiction of these proceedings until final consummation of the Plan, notwithstanding any earlier closing of the case, pursuant to and for the purposes of Code Sections 105(a) and 1127, and as otherwise set forth in the Plan.

6.07. Modification of the Plan. The Plan provides that the Debtor reserves the right to alter,



amend, or modify the Plan, subject to the restrictions on Plan modifications as set forth in Bankruptcy Code Section 1127.

## ARTICLE VII

### Acceptance or Rejection of the Plan/Voting by Impaired Classes

7.01. Classes Entitled to Accept or Reject the Plan. Whether a holder of a claim or interest is entitled to accept or reject a Plan depends on (a) the class in which the claim or interest is classified; and (b) whether that class receives property and is “impaired” under that Plan within the meaning of Bankruptcy Code Section 1124. Generally, whether a class is impaired depends on whether the legal, equitable, or contractual rights of the holders of claims or interests in the class are altered. The Debtor believes that each holder of an allowed claim in certain classes are impaired and, therefore, are entitled to vote either to accept or reject the Plan. Only those votes cast by holders of allowed claims shall be counted in determining whether acceptances have been received sufficient in number and amount to confirm the Plan.

7.02 Acceptance by Impaired Classes. An impaired class of claims shall have accepted the Plan if: (i) the holders [other than those designated under Bankruptcy Code Section 1126(e)] of at least two-thirds in amount of the allowed claims actually voting in such class have voted to accept the Plan and (ii) the holders [other than those designated under Bankruptcy Code Section 1126(e)] of more than one-half in number of the allowed claims actually voting in such class have voted to accept the Plan.

7.03 Non-Consensual Confirmation. In the event that any impaired class of claims does not accept the Plan in accordance with Bankruptcy Code Section 1126, the Debtor reserves and hereby requests the Court confirm the Plan in accordance with Bankruptcy Code Section 1129(b).

7.04 Confirmation of the Plan Without Acceptance of All Impaired Classes. The Plan may be confirmed even if not accepted by all impaired classes if (i) at least one impaired class of claims has accepted the Plan, and (ii) the Plan does not “discriminate unfairly” and (iii) the Plan is “fair and equitable” as to the dissenting class(es).

## ARTICLE VIII

### Other Confirmation Standards

8.01 Best Interests of Creditors Test. Bankruptcy Code Section 1129(a)(7) requires in relevant part that, with respect to each impaired class of claims or interests under the Plan, any holder of a claim or interest in such class who does not accept the Plan must “receive or retain under the Plan on account of such claim or interest property of a value, as of the effective date of the Plan, that is not less than the amount that such holder would so receive or retain if the Debtor were liquidated under Chapter 7 of this title on such date”. This provision is known as the “best interests of creditors test” and is designed to ensure that a Chapter 11 plan provides at least as much to non-consenting creditors holding claims and interests in impaired classes as those parties would receive in a Chapter 7 liquidation.

The Debtor believes the requirement imposed by Section 1129(a)(7) is met by reference to Debtor’s liquidation analysis attached hereto and identified as Schedule 8.01. Debtor believes that if its assets were sold in the context of a forced sale (public auction or foreclosure), the liquidation

value of the assets after costs of sale would be substantially less than the claims of the secured creditors and the less than the claims of the secured creditors, mechanic lien claimants, and tax lien claimants. It is Debtor's opinion, absent confirmation of Debtor's proposed Plan, a conversion or dismissal of these bankruptcy proceedings would result in general unsecured creditors receiving a dividend of substantially less than 100% of their claims and probably nothing. Debtor's Plan proposes payment to general unsecured claims, as approved, in an amount equal to 10% of each allowed claim to be made through a prorata quarterly distribution over a 5 year period.

8.02 Feasibility. Bankruptcy Code Section 1129(a)(11) requires as a condition to confirmation a showing that "confirmation of the Plan is not likely to be followed by the liquidation or the need for further financial reorganization of the Debtor or any successor to the Debtor under the Plan unless such liquidation or reorganization is proposed in the Plan". Debtor believes the requirements of Section 1129(a)(11) have been satisfied as based upon Debtor's current and projected financial income and expense statements, assuming confirmation of the Plan, Debtor believes it will have sufficient cash and other assets to fund all payments to be made to holders of allowed claims and to establish appropriate reserves for any and all claims and timely payment thereof. Pursuant to Local Rule 3016-2A of the Bankruptcy Code, Debtor has prepared a profit and loss budget overview for consideration in connection with filing this Disclosure Statement and same is attached hereto and identified as Schedule 8.02.

8.03 Disclosure of Financial Transaction with Affiliates or Insiders. As of the date Debtor filed its voluntary bankruptcy petition its books and records reflect transactions with an "insider" of the Debtor, as that term is defined in Section 101(31) of the Bankruptcy Code as follows:

(i) *Employment relationship with Pam Hutcheson.* Pam Hutcheson, daughter of members Alvin and Kathleen Hutcheson, has been a contractual employee with the previous management company and has received compensation from the management company. The Debtor intends to reject its executory contract with the management company. It will continue with contractual employment of Pam Hutcheson at the same level she received from the management company.

(ii) *Kathleen Hutcheson.* Kathleen Hutcheson, wife of Alvin Hutcheson shares ownership of a 25% membership interest of the Debtor and has been a contractual hourly employee with the previous management company and has received compensation from the management company. The Debtor intends to reject its executory contract with the management company. It will continue with contractual employment of Kathleen Hutcheson at the same level she received from the management company.

8.04. Tax Consequences. Debtor is not aware of any adverse tax effects of the plan on the debtor, other than the applications of Code Section 346(j), which may effect certain favorable tax attributes held by debtor on the petition date.

THIS DISCLOSURE STATEMENT DOES NOT PURPORT TO GIVE TAX ADVICE OF ANY KIND RELATED TO THE PLAN, OR ITS IMPACT ON THE DEBTOR, CREDITORS, INTEREST HOLDERS OR OTHER INTERESTED PARTIES. SUCH PARTIES SHOULD SEEK INDEPENDENT TAX COUNSEL WITH REGARD TO THE PLAN'S IMPACT ON THEM.

## ARTICLE IX

Recommendation and Conclusion

9.01. Debtor's Recommendation. The intent of the Plan is to enable the Debtor to continue its operations thereby generating sufficient monies to pay all approved and allowed claims to the extent as set forth in the Plan. Accordingly, Debtor asserts it would be in the best interests of all classes of creditors and interest holders to vote in favor of the Plan.

Dated: October 4, 2010

DAVID SCHROEDER LAW OFFICES, P.C.

BY: /s/ David E. Schroeder

David E. Schroeder #32724  
1524 East Primrose, Suite A  
Springfield, Missouri, 65804  
Telephone (417) 890-1000, Fax (417) 886-8563  
E-Mail [bk1@dschroederlaw.com](mailto:bk1@dschroederlaw.com)  
ATTORNEY FOR DEBTOR

**TABLE OF SCHEDULES TO AMENDED DISCLOSURE STATEMENT**

Schedule 2.01A, B, and C – Tax Returns 2007, 2008, 2009  
Schedule 2.03 Assets As of Petition Date  
Schedule 3.06 – Summary of Debtor's Periodic Operating Reports  
Schedule 4.02 – Identification of Claims in Class V and VI  
Schedule 8.01 – Liquidation Analysis  
Schedule 8.02 – Projected Profit and Loss With Plan Payments

**CERTIFICATE OF SERVICE**

The undersigned certifies that the foregoing document was served electronically to those parties who have entered an appearance in the Court's Electronic Court Filing (ECF) System and conventionally, via first-class mail, postage prepaid, to those parties who have requested notice but are not participating in the ECF System, pursuant to instructions appearing on the electronic filing receipt received from the U.S. Bankruptcy Court, on this 4<sup>th</sup> day of October, 2010.

/s/David E. Schroeder

David E. Schroeder

Form **1065****U.S. Return of Partnership Income**

OMB No. 1545-0099

Department of the Treasury  
Internal Revenue Service

For calendar year 2007, or tax year beginning \_\_\_\_\_, ending \_\_\_\_\_

▶ See separate instructions.

**2007**

A Principal business activity

Use the  
IRS  
label.  
Other-  
wise,  
print  
or type.

Name of partnership

KIRKLAND HUTCHESON, LLC

Number, street, and room or suite no. If a P.O. box, see the instructions.

3005 GREEN MOUNTAIN DRIVE

City or town, state, and ZIP code

BRANSON, MO 65616

D Employer identification number

30-0223974

E Date business started

01/08/2004

F Total assets (see the instructions)

\$ 11,296,419.

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended returnH Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ▶

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ 7

J Check if Schedule M-3 attached ☒Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

1 a	Gross receipts or sales	1a	521,304.	1c	520,579.
b	Less returns and allowances	1b	725.		
2	Cost of goods sold (Schedule A, line 8)	2	2,901.		
3	Gross profit. Subtract line 2 from line 1c	3	517,678.		
4	Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4			
5	Net farm profit (loss) (attach Schedule F (Form 1040))	5			
6	Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6			
7	Other income (loss) (attach statement) See Statement 1	7	4,209.		
8	<b>Total income (loss).</b> Combine lines 3 through 7	8	521,887.		
9	Salaries and wages (other than to partners) (less employment credits)	9	71,087.		
10	Guaranteed payments to partners	10			
11	Repairs and maintenance	11	11,613.		
12	Bad debts	12	18,010.		
13	Rent	13			
14	Taxes and licenses See Statement 1	14	41,684.		
15	Interest See Statement 1	15	96,876.		
16 a	Depreciation (if required, attach Form 4562)	16a	68,671.		
b	Less depreciation reported on Schedule A and elsewhere on return	16b		16c	68,671.
17	Depletion (Do not deduct oil and gas depletion.)	17			
18	Retirement plans, etc.	18			
19	Employee benefit programs	19			
20	Other deductions (attach statement) See Statement 1	20	194,384.		
21	<b>Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20	21	502,325.		
22	<b>Ordinary business income (loss).</b> Subtract line 21 from line 8	22	19,562.		

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

Sign  
Here

Signature of general partner or limited liability company member manager

Date

May the IRS discuss this return  
with the preparer shown below (see  
instructions)? ☒ Yes ☐ NoPaid  
Preparer's  
Use OnlyPreparer's  
signature

Date

3/18/08

Check if  
self-employed ☐

Preparer's SSN or PTIN

P00425157

Firm's name (or yours  
if self-employed),  
address, and ZIP code

BKD, LLP

1034 W MAIN/PO BOX 1277

BRANSON, MO 65615-1277

EIN ▶ 44-0160260

Phone no.

417 334-5165

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form **1065** (2007)

<b>Form 1065</b> Department of the Treasury Internal Revenue Service	<b>U.S. Return of Partnership Income</b> For calendar year 2008, or tax year beginning _____, ending _____ ▶ See separate instructions.	OMB No. 1545-0099 <b>2008</b>
<b>A</b> Principal business activity  <b>B</b> Principal product or service  <b>C</b> Business code number 721110	Use the IRS label. Otherwise, print or type. Name of partnership KIRKLAND HUTCHESON, LLC Number, street, and room or suite no. If a P.O. box, see the instructions. 2005 GREEN MOUNTAIN DRIVE City or town, state, and ZIP code BRANSON, MO 65616	<b>D</b> Employer identification number 30-0223974 <b>E</b> Date business started 01/08/2004 <b>F</b> Total assets (see the instructions) \$ 16,109,244.

Taxpayer's Copy  
Prepared by BKD

- G** Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return (6) ☐ Technical termination - also check (1) or (2)
- H** Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ▶ \_\_\_\_\_
- I** Number of Schedules K-1: Attach one for each person who was a partner at any time during the tax year ▶ \_\_\_\_\_
- J** Check if Schedule IA-3 attached ☒

**Caution.** Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

<b>Income</b>	1 a Gross receipts or sales	1a	253,525.			
	b Less returns and allowances	1b	840.	1c	252,685.	
	2 Cost of goods sold (Schedule A, line 8)			2	3,648.	
	3 Gross profit. Subtract line 2 from line 1c			3	249,037.	
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4		
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5		
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6		
	7 Other income (loss) (attach statement)		7	126.		
8 Total income (loss). Combine lines 3 through 7		8	249,163.			
<b>Deductions</b>	9 Salaries and wages (other than to partners) (less employment credits)			9	75,819.	
	10 Guaranteed payments to partners			10		
	11 Repairs and maintenance			11	4,405.	
	12 Bad debts			12		
	13 Rent			13		
	14 Taxes and licenses		14	31,583.		
	15 Interest		15	65,996.		
	16 a Depreciation (if required, attach Form 4562)	16a	68,209.			
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c	68,209.	
	17 Depletion (Do not deduct oil and gas depletion.)			17		
	18 Retirement plans, etc.			18		
	19 Employee benefit programs			19		
	20 Other deductions (attach statement)		20	503,803.		
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20		21	749,815.		
22 Ordinary business income (loss). Subtract line 21 from line 8		22	-500,652.			

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature of general partner or limited liability company member manager \_\_\_\_\_ Date \_\_\_\_\_

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

<b>Paid Preparer's Use Only</b>	Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP code BKD, LLP 800 STATE HW 248, BLDG III STE LL BRANSON, MO 65616-4078	Date 6/24/09 Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN P00425157 EIN ▶ 44-0160260 Phone no. 417.334.5165
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For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form **1065** (2008)

<b>Form 1065</b> Department of the Treasury Internal Revenue Service	<b>U.S. Return of Partnership Income</b> For calendar year <b>2009</b> , or tax year beginning _____, 2009, ending _____, 20____. <b>See separate instructions.</b>	OMB No. 1545-0049 <b>2009</b>
<b>A</b> Principal business activity Lodging <b>B</b> Principal business activity Lodging <b>C</b> Business code number 721110	Use the IRS label. Otherwise, print or type. Name of partnership Kirkland Hutcheson, LLC Number, street, and room or suite number (if any) (see the instructions) 3005 Green Mountain Drive City or town Branson State ZIP code MO 65616	<b>D</b> Employer identification number 30-0223974 <b>E</b> Date business started 01/08/04 <b>F</b> Total assets (see instrs) \$ 15,468,483.
<b>G</b> Check applicable boxes: (1) <input type="checkbox"/> Initial return (2) <input type="checkbox"/> Final return (3) <input type="checkbox"/> Name change (4) <input type="checkbox"/> Address change (5) <input type="checkbox"/> Amended return (6) <input type="checkbox"/> Technical termination - also check (1) or (2)		
<b>H</b> Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other (specify) _____		
<b>I</b> Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year _____		
<b>J</b> Check if Schedules C and M-3 are attached <input checked="" type="checkbox"/>		

**Caution.** Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

<b>I N C O M E</b>	1a Gross receipts or sales	1a	1,839,704.		
	b Less returns and allowances	1b	1,297.	1c	1,838,407.
	2 Cost of goods sold (Schedule A, line 8)	2			808,006.
	3 Gross profit. Subtract line 2 from line 1c	3			1,030,401.
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4			
	5 Net farm profit (loss) (attach Schedule F (Form 1040))	5			
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6			
	7 Other income (loss) (attach statement)	7			
	Over/Short	7			1,699.
	8 Total income (loss). Combine lines 3 through 7	8			1,032,100.
<b>S E E  I N S T R U C T I O N S  F O R  D E D U C T I O N S  F O R  L I M I T A T I O N S</b>	9 Salaries and wages (other than to partners) (less employment credits)	9			
	10 Guaranteed payments to partners	10			
	11 Repairs and maintenance	11			183,882.
	12 Bad debts	12			
	13 Rent	13			
	14 Taxes and licenses	14			42,666.
	15 Interest	15			777,764.
	16a Depreciation (if required, attach Form 4562)	16a	781,127.		
	b Less depreciation reported on Schedule A and elsewhere on return	16b			781,127.
	17 Depreciation (Do not deduct oil and gas depletion.)	17			
	18 Retirement plans, etc.	18			
	19 Employee benefit programs	19			
	20 Other deductions (attach statement)	20			
	* STMT	20			1,484,994.
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20	21				3,270,433.
22 Ordinary business income (loss). Subtract line 21 from line 8	22				-2,238,333.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner of limited liability company, member manager) is based on all information of which preparer has any knowledge.

Signature of general partner, limited liability company member manager

Date

May the IRS discuss this return with the preparer shown below (see instrs)?

☐ Yes ☐ No

**Paid Preparer's Use Only**

Print name

Date

Check if self-employed ☐

Preparer's SSN or PTIN

P00460611

Firm name

FOULKROD & ASSOCIATES, INC.

Street address

13201 Cambridge Springs Road

EN 20-1774077

City

Edinboro

PA 16412

Phone no. (814) 734-9046

**SCHEDULE 2.03 – ASSETS AS OF PETITION DATE**

Debtor's assets and Debtor's assigned value as of the petition date are as stated in the table below.

<b>ASSET</b>	<b>VALUE</b>	<b>AMOUNT OF LIEN/ LIEN HOLDER</b>
Real Estate	18,000,000.00	12,397,041.00-Bancorp South  250,000.00-Jake and Patricia Kirkland (2 <sup>nd</sup> mtg)
Bank Accounts	26,553.20	(Subject to security interest of Bancorp South above)
Accounts Receivable	22,138.73	(Subject to security interest of Bancorp South above)
Office equipment, furnishings, supplies	75,440.00	(Subject to security interest of Bancorp South above)
Business machinery, fixtures, equipment, supplies	963,015.00	(Subject to security interest of Bancorp South above)
Inventory	82,105.00	(Subject to security interest of Bancorp South above)

**SCHEDULE 3.06**  
**SUMMARY OF DEBTOR'S PERIODIC OPERATING REPORTS**

Description	November 2009	December 2009	January 2010	February 2010
<b>GROSS INCOME</b>	63296.19	175050.57	52628.25	110500.90
Less Materials	2514.29	39368.57	16646.35	16520.96
Less Direct Labor	8737.43	70444.41	42303.34	29384.42
Less Overhead	4205.61	-0-	31194.36	24554.92
<b>Gross Profit</b>	<b>47838.86</b>	<b>65237.59</b>	<b>(37515.80)</b>	<b>40040.60</b>
<b>OPERATING EXPENSES</b>				
Owner/Officer	-0-	-0-	-0-	-0-
Other Employee Salaries	1200.00	9000.00	6500.00	6000.00
Advertising and Marketing	589.11	6895.33	5424.59	2038.61
Insurance	-0-	8242.78	8262.78	8242.78
Payroll Taxes	-0-	10654.28	7847.56	6322.78
Lease and Rent	-0-	-0-	-0-	-0-
Telephone and Utilities	445.90	657.92	396.78	405.96
Professional Fees	4253.20	6229.58	3961.01	4575.66
UST Quarterly Fees	-0-	-0-	325.00	-0-
Other Expenses	15080.21	76401.06	-0-	-0-
<b>Total Operating Expenses</b>	<b>23406.95</b>	<b>119501.96</b>	<b>32851.72</b>	<b>28126.91</b>
<b>Net Income (Loss)</b>	<b>24431.91</b>	<b>(55264.37)</b>	<b>(70367.52)</b>	<b>11913.69</b>
<b>CURRENT ASSETS</b>				
Accounts Receivable at EOM	43575.86	58805.58	17425.05	18149.67
Increase (Decrease) in AR	21437.10	15229.72	(44654.21)	(724.62)
Inventory at the EOM	82105.00	80736.54	82105.00	82105.00
Increase (Decrease) in Inventory EOM	-0-	(1368.46)	-0-	-0-
Cash at EOM	11784.41	22119.03	920.54	74063.98
Increase (Decrease) in Cash EOM	14768.79	10334.62	(21198.58)	73143.53
<b>LIABILITIES</b>				
Increase (Decrease) in post-BR debt	31419.08	87762.13	110616.84	132614.94
Increase (Decrease) in pre-BR debt	-0-	-0-	-0-	-0-
Taxes payable:				
Federal Payroll Taxes	-0-	2582.14	-0-	3986.33
State Payroll Taxes	-0-	-0-	-0-	1089.32
Local Payroll Taxes	-0-	-0-	-0-	-0-
State Sales Tax	4872.80	59.37	15835.18	8242.54
Real and Pers Prop Taxes	-0-	6500.00	13000.00	19500.00
Other (Tourism Tax)	1477.56	12810.41	7537.82	3862.45
<b>Total Taxes Payable</b>	<b>6350.36</b>	<b>39651.92</b>	<b>36373.00</b>	<b>36680.64</b>



**SCHEDULE 3.06**  
**SUMMARY OF DEBTOR'S PERIODIC OPERATING REPORTS**  
**(Continued)**

Description	March 2010	April 2010	May 2010	June 2010
<b>GROSS INCOME</b>	343302.90	98502.00	134659.04	284008.80
Less Materials	40180.02	19937.02	16313.30	33641.81
Less Direct Labor	53479.35	40836.03	42896.68	42973.83
Less Overhead	24633.01	28728.05	20723.28	24504.91
<b>Gross Profit</b>	<b>225010.52</b>	<b>9000.90</b>	<b>54725.78</b>	<b>182888.25</b>
<b>OPERATING EXPENSES</b>				
Owner/Officer	-0-	-0-	-0-	-0-
Other Employee Salaries	7000.01	6000.00	6000.00	6000.00
Advertising and Marketing	4545.02	3860.20	816.57	5105.44
Insurance	8262.78	9390.98	9836.90	4711.66
Payroll Taxes	8592.60	6675.66	7110.38	6586.24
Lease and Rent	-0-	-0-	-0-	-0-
Telephone and Utilities	4046.44	4323.62	5278.23	4113.95
Professional Fees	10610.93	9500.00	1500.00	7000.00
UST Quarterly Fees	-0-	4875.00	-0-	-0-
Other Expenses	76791.21	2030.00	442.89	1764.39
<b>Total Operating Expenses</b>	<b>119848.99</b>	<b>46655.46</b>	<b>30984.97</b>	<b>35281.68</b>
<b>Net Income (Loss)</b>	<b>105162.53</b>	<b>(37654.56)</b>	<b>23740.81</b>	<b>147606.57</b>
<b>CURRENT ASSETS</b>				
Accounts Receivable at EOM	49576.88	31213.17	75223.44	108315.63
Increase (Decrease) in AR	31427.19	(18363.69)	44010.27	33092.19
Inventory at the EOM	86512.00	86837.77	87880.27	87661.29
Increase (Decrease) in Inventory EOM	5775.46	325.77	1042.50	(218.98)
Cash at EOM	173772.63	74538.60	17294.82	71349.91
Increase (Decrease) in Cash EOM	105399.23	(99234.03)	(57,243.78)	54055.09
<b>LIABILITIES</b>				
Increase (Decrease) in post-BR debt	36342.15	750.24	38402.65	10098.21
Increase (Decrease) in pre-BR debt	-0-	-0-	-0-	-0-
Taxes payable:				
Federal Payroll Taxes	6436.18	326.41	601.87	-0-
State Payroll Taxes	2629.90	6129.04	2902.54	-0-
Local Payroll Taxes	-0-	-0-	-0-	-0-
State Sales Tax	25021.64	7888.64	10018.00	20812.00
Real and Pers Prop Taxes	26000.00	32500.00	39000.00	45500.00
Other (Tourism Tax)	12444.97	3246.97	4942.00	10345.00
<b>Total Taxes Payable</b>	<b>73203.08</b>	<b>50091.06</b>	<b>57464.41</b>	<b>76657.00</b>

**SCHEDULE 3.06**  
**SUMMARY OF DEBTOR'S PERIODIC OPERATING REPORTS**  
**(Continued)**

Description	July 2010	August 2010
<b>GROSS INCOME</b>	550651.09	283764.00
Less Materials	54029.60	48750.00
Less Direct Labor	127411.03	67052.19
Less Overhead	34873.72	38850.09
<b>Gross Profit</b>	<b>334336.74</b>	<b>129111.72</b>
<b>OPERATING EXPENSES</b>		
Owner/Officer	-0-	-0-
Other Employee Salaries	6000.00	6000.00
Advertising and Marketing	2456.97	10379.69
Insurance	6432.39	11480.60
Payroll Taxes	15353.31	8297.89
Lease and Rent	-0-	-0-
Telephone and Utilities	4168.24	4302.41
Professional Fees	3286.45	2604.00
UST Quarterly Fees	4875.00	-0-
Other Expenses	3493.42	298.07
<b>Total Operating Expenses</b>	<b>46065.78</b>	<b>43362.66</b>
<b>Net Income (Loss)</b>	<b>288270.96</b>	<b>85749.06</b>
<b>CURRENT ASSETS</b>		
Accounts Receivable at EOM	221589.60	118916.98
Increase (Decrease) in AR	113273.97	(102672.62)
Inventory at the EOM	87813.25	86778.87
Increase (Decrease) in Inventory EOM	151.96	(11034.38)
Cash at EOM	240106.04	311745.24
Increase (Decrease) in Cash EOM	168756.13	71639.20
<b>LIABILITIES</b>		
Increase (Decrease) in post-BR debt	69312.16	(37,082.80)
Increase (Decrease) in pre-BR debt	-0-	-0-
Taxes payable:		
Federal Payroll Taxes	8161.64	190.40
State Payroll Taxes	3857.60	6326.58
Local Payroll Taxes	-0-	-0-
State Sales Tax	42355.00	21539.00
Real and Pers Prop Taxes	52000.00	58500.00
Other (Tourism Tax)	20424.00	10352.00
<b>Total Taxes Payable</b>	<b>126798.24</b>	<b>96907.98</b>

**SCHEDULE 4.02**  
**IDENTIFICATION OF CLAIMS IN CLASS V and VI**

CREDITOR	AMOUNT SCHEDULED	OBJ CODE C=CONTINGE NT U=UNLIQ. D=DISPUTED	CLAIM NO.	AMOUNT CLAIMED BY CREDITOR	DIFFERENCE	ESTIMATED RECOVERY
417 Magazine	2626.50	U				10%
All Med	498.58	U	46	535.95	37.37	10%
All Seasons Comfort	1370.00	U	22	1370.00	0	10%
Amazon Systems Inc.	21988.00	C; U; D	32; 33(dup)	21,988.00	0	-0-
American Fiber Network	1338.04	U	6	1316.46	21.58	10%
American Hotel Register	1022.59	U	18	852.15	170.44	10%
American Leak Detection	3220.99	U				10%
Anderson Elec& Plumb	12779.33	U				10%
Aquatic Pools & Const.	2500.00	U				10%
Aspen Publishers	202.02	U				10%
Atlantis	338.00	U				10%
Auto-Chlor	1227.49	U				10%
Bill's Sales & Service	326.94	U	47	1949.42	1622.48	10% (objection)
BKD LP	5146.11	U	1; 38 (dup)	5187.44	41.33	10%
BMC Pools	2164.32	U	13	4044.30	1879.98	10% (objection)
Branson Crane	840.00	U				10%
Branson Hot Tubs & Pools	271.92	U	23; 45 (dup)	271.92	0	10%
Branson Security Services	242.55	U				10%
City of Branson Utilities	9851.99	U	21	9851.99	0	10%
Clear Channel	6841.00	U				10%
Colortime Crafts	469.95	U				10%
Cromer Company	6639.04	U				10%
Crossroads Designs	1864.20	U	24	1864.20	0	10%
D&M Construction	24372.00	C;U; D				-0-
Dixie Made Bakery	60.30	U				10%
Economy Screen Printing	954.50	U				10%
Empire Electric	50000.00	U	36	22921.84	27078.16	10%
Expedia Inc.	771.94	U	34	967.04	195.10	10%
Farmers Bros Co	1140.77	U				10%
Fastenal Company	249.43	U	39	558.38	308.95	10%
FEB-FoodService Equip Brokers	902.86	U				10% (objection)
Fellers	2223.71	U	3	2223.71	0	10%
Fireman's Fund Insurance	12918.31	U				10%
Flash Heating	142027.00	C; U; D				-0-
G Farney & Associates Inc	2883.53	U	7; 41 (dup)	2883.53	0	10%
Graybar Financial	3860.78	U				10%
Guest Supply	1849.91	U	15	1869.68	19.77	10%
Harry Cooper Supply	1780.95	U	29	1440.87	340.08	10%

HC Hoodco	909.60	U	5	1083.33	173.73	10%
Hillyard	8461.56	U				10%
Ihotelier	292.66	U				10%
InGear Fashions	590.17	U				10%
Ink Pubishing	2000.00	U				10%
Jeff Ellis & Associates	7872.57	U				10%
Jennifer Pulver Marketing	1800.00	U				10%
Jones & Bartlett Publisher	1034.54	U				10%
KARK	14170.00	U				10%
Kenco Fire Equipment	59.50	U	4	59.50	0	10%
KFTA	300.00	U				10%
KVB Operations LLC	152.00	U				10%
L&J Plumbing	2130.57	U				10%
L&J Plumbing	1044.66	U				10%
Lamar Companies	6960.00	U	44	12360.00	5400.00	10% (objection)
Loyd's Electric Supply	5254.20	U	37	5254.20	0	10%
Midwest Parenting Publications	3495.00	U	40	3495.00	0	10%
Mr. Bug Killer	345.00	U				10%
Northshore Technologies	4053.19	U				10%
Nuvox	9464.93	U	35	27529.62	18064.69	10% (objection)
One Stop Apparel	2121.79	U	42	2105.55	16.24	10%
Oriental Trading Company	291.65	U	16	349.56	57.91	10%
Otis Elevator	5078.66	C; U; D				-0-
Pepsi Americas	4839.55	U				10%
Praxair	77.86	U	19	115.20	37.34	10%
Purchasing Partners	1042.25	U				10%
Pyramid Plumbing	12455.40	C; U; D				-0-
RARK	4250.00	U				10%
Rising Signs	750.00	U	17	750.00	0	10%
Selby Publishing Company	500.00	U	30	500.00	0	10%
Signs Now	413.26	U				10%
Skaggs Community Health	332.00	U				10%
Stericycle	309.96	U				10%
Stone River Pharmacy	56.20	U				10%
Sudden Link	3617.66	U				10%
Superior Linen	491.36	U				10%
Telec	319.50	U				10%
TRAC	651.00	U	12	660.66	9.66	10%
Travel CLICK	5875.00	U	2	6275.00	400.00	10% (objection)
TravelHost	600.00	U				10%
Tri-Lakes Culligan	217.69	U				10%
Twin Fish Music	2500.00	U				10%
US Textiles	2763.66	U	14	2763.66	0	10%
Walgreens	152.53	U				10%
Water Safety Products	2475.96	U				10%
Website Design & Development	221.00	U				10%
Youngblood Construction	435.00	U				10%
Young's Glass	1516.97	U				10%

(Schedule 4.02-Continued Page 2)

As reflected in the above table certain claims were initially listed as disputed in Debtor's bankruptcy schedules. The claims listed as disputed by Debtor are as follows:

Amazon Systems, Inc.	\$ 21,988.00
D&M Construction	\$ 24,372.00
Flash Heating	\$142,027.00
Otis Elevator	\$ 5,078.00
Pyramid Plumbing	\$ 12,455.00

Following is Debtor's opinion of likelihood of success regarding disputes and the possible affect of disputed claims on each claimant's recovery. Within Debtor's bankruptcy proceedings Debtor filed a motion to set a bar date for an Order fixing the deadline for filing proofs of claims [doc. #63]. The Court entered an Order fixing the deadline for filing proofs of claims establishing a bar date of May 29, 2010 [doc. #64]. The Order provided that any claim of creditors not scheduled as disputed, contingent, or unliquidated in the Debtor's schedules will be deemed allowed in the amount set forth in the schedules unless the creditor files a proof of claim in accordance with the Order. If the Debtor listed a claim as disputed, contingent, or unliquidated, then the creditor must file a proof of claim before the bar date. Based upon the Claims Register maintained by the Bankruptcy Court the only claimant of the disputed claims listed above that filed a proof of claim was Amazon Systems, Inc. in the amount of \$21,988.00. Debtor asserts that by operation of law all other disputed claims are barred. Debtor shall proceed to file a separate adversary proceeding for a declaratory judgment as to the amount of any such claim of Amazon Systems, Inc. and whether the claimant is a properly perfected and enforceable mechanic's lien claim against property of the estate and/or the nature, extent, and/or allowance of the claim and whether the claim should be disallowed. Upon information and belief Debtor asserts that the services that were to be performed by Amazon were never completed and any services that were provided were incomplete and of poor quality.

As reflected in the above table in the column titled "Estimated Recovery" Debtor has indicated an objection to the proof of claim filed by certain claimants. As provided for in the Plan Debtor shall file the appropriate objection to the claims indicated.



**SCHEDULE 8.01**  
**LIQUIDATION ANALYSIS**

Debtor has prepared this Liquidation Analysis specific for inclusion in the Disclosure Statement. This analysis includes estimates of the value of various Classes of Claims. This analysis is based upon Debtor's opinion of the current market value of its business and real property and personal property assets based upon available data, prevailing conditions, and data made available by Bancorp South. Debtor had previously commissioned an appraisal during the summer of 2009 during the construction and expansion phase of its resort and water park. The appraisal indicated, assuming completion and including extraordinary assumptions, that the property market value was \$19,700,000.00. Subsequently, Debtor has not engaged the services of any professional appraiser or business evaluation group. Debtor is aware that major secured creditor Bancorp South commissioned for an appraisal in April of 2010 which concluded the "as is" value effective May of 2010 was \$13,100,000.00 and the "at stabilization value" was \$14,800,000.00.

Notwithstanding the above, Debtor did conduct a review of various properties in Debtor's competitive area with a local real estate broker and a national hotel management company. Debtor's findings concluded that there exist a significant inventory of local hotel and motel properties for sale. In addition, Debtor concluded that recent local and national sale prices have been at significant reductions to completed construction costs. Debtor assumed that a sale price must exceed the sum of \$14,000,000.00 to allow Debtor to pay all its obligations including cost of sale, secured creditors, administrative claims, tax claims, and other unsecured creditors. It is Debtor's opinion that a hypothetical sale price of \$14,000,000.00 represents a sale price materially higher than any recent local and national sale prices as measured by a percent of completed construction costs, costs per room, or multiple of revenue/income. It is Debtor's opinion the market value of Debtor's business and real and personal property "as is" is the sum of real property at \$11,500,000.00 and personal property at \$1,600,000.00 or a final value conclusion of \$13,100,000.00. Obviously a large number of uncertainties and contingencies beyond the control of Debtor affect the estimated liquidation value. Consequently, if a liquidation occurs management does not have the ability to control the time, place, or manner of liquidation and therefore, can make no assurances whatsoever at what recoveries will be realized and the actual liquidation proceeds may be more or less than the estimated amounts in this analysis.

It is important to emphasize that this liquidation analysis does not include the costs that would be incurred in a Chapter 11 liquidation. These costs would include fees of Debtor's professionals including accountants, appraisers, attorneys, and liquidating agents. These costs could be substantial.

**SCHEDULE 8.01-Continued Page 2**

**SUMMARY OF LIQUIDATION PROCEEDS**

<b><u>Asset Category</u></b>	<b><u>Estimated Liquidation Value</u></b>
Real Estate	\$13,100,000.00
Equipment	
Inventory	
<b>Total Assets at Liquidation Value</b>	<b>\$13,100,000.00</b>
<b><u>Less:</u></b>	
Costs of Sale (min 6% )	\$ 78,000.00
<b><u>Less:</u></b>	
Secured Creditor Recoveries	
Bancorp South	\$12,519,000.00
Kirkland	\$ 250,000.00
<b><u>Less:</u></b>	
Administrative Claims	
Jeff Hutcheson DIP Loan	\$ 250,000.00
Chapter 11 Administrative Expenses (estimated)	\$ 25,000.00
<b><u>Less:</u></b>	
Priority Tax Claims	
Taney County Collector	\$ 92,922.00
Taney County Collector	\$ 31,813.00
City of Branson	\$ 52,215.00
Missouri Department of Revenue	\$ 1,205.00
Missouri Department of Revenue	\$ 84,259.00
IRS	\$ 25,655.00
<b>Adjusted Net Balance</b>	<b>\$ (-310,069.00)</b>
<b>Balance for Unsecured Claims</b>	<b>\$-0-</b>

Percentage of claims which unsecured creditors would receive under the Plan - 10%.



SCHEDULE 8.02

	2010			
	July	August	September	October
Occupancy %	58%	35%	20%	30%
ADR	\$ 135.00	\$ 135.00	\$ 95.00	\$ 95.00
Rev Par	\$ 154.45	\$ 155.44	\$ 117.45	\$ 115.85
Projected Sales	\$ 556,020.00	\$ 337,301.50	\$ 140,940.00	\$ 215,487.00
<b>Payroll Expenses</b>				
Hourly Payroll	\$ 85,710.38	\$ 69,565.68	\$ 58,614.38	\$ 66,065.78
Payroll Taxes	\$ 9,787.85	\$ 8,366.14	\$ 7,401.77	\$ 8,057.94
Total Payroll	\$ 95,498.23	\$ 77,931.82	\$ 66,016.15	\$ 74,123.72
<b>Cost of Sales</b>				
Restaurant Expenses	\$ 19,035.00	\$ 11,799.20	\$ 6,891.00	\$ 10,230.60
Room/Meeting Supplies	\$ 15,248.96	\$ 11,173.46	\$ 8,408.96	\$ 10,289.96
Water Park Supplies	\$ 4,034.00	\$ 3,047.30	\$ 2,378.00	\$ 2,833.40
Retail Expenses	\$ 4,320.00	\$ 2,604.00	\$ 1,440.00	\$ 2,232.00
Sales and Marketing	\$ 14,499.54	\$ 9,578.37	\$ 5,160.24	\$ 6,837.55
A & G Expenses	\$ 13,338.60	\$ 10,057.82	\$ 7,112.40	\$ 8,230.61
Total Cost of Sales	\$ 70,476.10	\$ 48,260.16	\$ 31,390.60	\$ 40,654.11
<b>Utilities</b>				
Maintenance	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00
Utilities	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
Telephone	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91
Total Utilities	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91
<b>Other Expenses</b>				
Insurance	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
Property/other Taxes	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Management Fees	\$ 16,680.60	\$ 10,119.05	\$ 4,228.20	\$ 6,464.61
Capital Reserves	\$ -	\$ -	\$ -	\$ -
Total Other Expenses	\$ 31,180.60	\$ 24,619.05	\$ 18,728.20	\$ 20,964.61
<b>Gross Operating Income</b>	\$ 310,913.16	\$ 138,538.57	\$ (23,146.86)	\$ 31,792.65
<b>Schedule D - Secured</b>				
Bancorp South	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00
Jake Kirkland			\$ 3,500.00	
Jeff Hutcheson	\$ 3,500.00			\$ 3,500.00
<b>Schedule E - Unsecured Priority</b>	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00
<b>Schedule F - Unsecured</b>		\$ 1,250.00		
<b>Net Operating Income</b>	\$ 227,178.16	\$ 57,053.57	\$ (103,381.86)	\$ (51,942.35)
<b>Cash Flow</b>	\$227,178.16	\$ 284,231.73	\$180,849.88	\$128,907.53

		2011			
November	December	January	February	March	April
30%	25%	15%	20%	40%	20%
\$ 95.00	\$ 95.00	\$ 95.00	\$ 95.00	\$ 135.00	\$ 95.00
\$ 115.95	\$ 116.43	\$ 118.76	\$ 117.77	\$ 155.13	\$ 117.45
\$ 208,710.00	\$ 180,472.50	\$ 110,443.50	\$ 131,904.00	\$ 384,716.00	\$ 140,940.00
\$ 65,388.38	\$ 62,565.88	\$ 55,566.08	\$ 57,711.18	\$ 73,065.58	\$ 58,614.38
\$ 7,998.29	\$ 7,749.74	\$ 7,133.33	\$ 7,322.23	\$ 8,674.34	\$ 7,401.77
\$ 73,386.67	\$ 70,315.62	\$ 62,699.41	\$ 65,033.41	\$ 81,739.92	\$ 66,016.15
\$ 9,927.00	\$ 8,662.00	\$ 5,524.80	\$ 6,486.20	\$ 13,367.80	\$ 6,891.00
\$ 10,118.96	\$ 9,406.46	\$ 7,639.46	\$ 8,180.96	\$ 12,056.96	\$ 8,408.96
\$ 2,792.00	\$ 2,619.50	\$ 2,191.70	\$ 2,322.80	\$ 3,261.20	\$ 2,378.00
\$ 2,160.00	\$ 1,860.00	\$ 1,116.00	\$ 1,344.00	\$ 2,976.00	\$ 1,440.00
\$ 6,685.07	\$ 6,049.72	\$ 4,474.07	\$ 4,956.93	\$ 10,645.20	\$ 5,160.24
\$ 8,128.95	\$ 7,705.39	\$ 6,354.95	\$ 6,976.86	\$ 10,769.04	\$ 7,112.40
\$ 39,811.98	\$ 36,303.07	\$ 27,300.98	\$ 30,267.75	\$ 53,076.20	\$ 31,390.60
\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00
\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91
\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91
\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
\$ 6,261.30	\$ 5,414.18	\$ 3,313.31	\$ 3,957.12	\$ 11,541.48	\$ 4,228.20
\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
\$ 20,761.30	\$ 19,914.18	\$ 17,813.31	\$ 18,457.12	\$ 26,041.48	\$ 18,728.20
\$ 26,798.15	\$ 5,987.73	\$ (45,322.11)	\$ (29,806.19)	\$ 175,906.49	\$ (23,146.86)
\$ 75,000.00				\$ 75,000.00	\$ 75,000.00
	\$ 3,500.00			\$ 3,500.00	
		\$ 3,500.00			\$ 3,500.00
\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00
\$ 1,250.00			\$ 1,250.00		
\$ (54,686.85)	\$ 752.73	\$ (54,057.11)	\$ (36,291.19)	\$ 95,671.49	\$ (106,881.86)
\$ 74,220.68	\$ 74,973.41	\$ 20,916.30	\$ (15,374.89)	\$ 80,296.60	\$ (26,585.26)

May 30%	June 40%	12 Month Total
\$ 95.00	\$ 135.00	
\$ 115.85	\$ 155.20	
\$ 215,487.00	\$ 372,480.00	\$ 2,994,901.50
\$ 66,065.78	\$ 72,162.38	\$ 791,095.86
\$ 8,057.94	\$ 8,594.81	\$ 96,546.12
<u>\$ 74,123.72</u>	<u>\$ 80,757.19</u>	<u>\$ 887,641.98</u>
\$ 10,230.60	\$ 12,963.00	\$ 122,008.20
\$ 10,289.96	\$ 11,828.96	\$ 123,052.02
\$ 2,833.40	\$ 3,206.00	\$ 33,897.30
\$ 2,232.00	\$ 2,880.00	\$ 26,604.00
\$ 6,837.55	\$ 10,369.89	\$ 91,254.36
\$ 8,230.61	\$ 10,585.50	\$ 104,603.12
<u>\$ 40,654.11</u>	<u>\$ 51,833.35</u>	<u>\$ 501,419.01</u>
\$ 9,191.00	\$ 9,191.00	\$ 110,292.00
\$ 35,000.00	\$ 35,000.00	\$ 420,000.00
\$ 3,760.91	\$ 3,760.91	\$ 45,130.92
<u>\$ 47,951.91</u>	<u>\$ 47,951.91</u>	<u>\$ 575,422.92</u>
\$ 7,500.00	\$ 7,500.00	\$ 90,000.00
\$ 7,000.00	\$ 7,000.00	\$ 84,000.00
\$ 6,464.61	\$ 11,174.40	\$ 89,847.05
\$ -	\$ -	\$ -
<u>\$ 20,964.61</u>	<u>\$ 25,674.40</u>	<u>\$ 263,847.05</u>
\$ 31,792.65	\$ 166,263.15	\$ 766,570.55
\$ 75,000.00	\$ 75,000.00	\$ 675,000.00
	\$ 3,500.00	\$ 14,000.00
		\$ 14,000.00
\$ 5,235.00	\$ 5,235.00	\$ 62,820.00
\$ 1,250.00		\$ 5,000.00
<u>\$ (49,692.35)</u>	<u>\$ 86,028.15</u>	<u>\$ 9,750.55</u>
\$(76,277.61)	\$9,750.00	

	2011			
	July	August	September	October
Occupancy %	58%	35%	20%	30%
ADR	\$ 138.00	\$ 138.00	\$ 98.00	\$ 98.00
Rev Par	\$ 157.87	\$ 159.13	\$ 121.70	\$ 119.66
Projected Sales	\$ 568,320.00	\$ 345,311.50	\$ 146,040.00	\$ 222,567.00
<b>Payroll Expenses</b>				
Hourly Payroll	\$ 85,987.88	\$ 69,843.18	\$ 58,891.88	\$ 66,343.28
Payroll Taxes	\$ 9,821.15	\$ 8,399.44	\$ 7,435.07	\$ 8,091.24
Total Payroll	\$ 95,809.03	\$ 78,242.62	\$ 66,326.95	\$ 74,434.52
<b>Cost of Sales</b>				
Restaurant Expenses	\$ 19,710.00	\$ 12,474.20	\$ 7,566.00	\$ 10,905.60
Room/Meeting Supplies	\$ 15,248.96	\$ 11,173.46	\$ 8,408.96	\$ 10,289.96
Water Park Supplies	\$ 4,034.00	\$ 3,047.30	\$ 2,378.00	\$ 2,833.40
Retail Expenses	\$ 4,320.00	\$ 2,604.00	\$ 1,440.00	\$ 2,232.00
Sales and Marketing	\$ 14,776.29	\$ 9,758.60	\$ 5,274.99	\$ 6,996.85
A & G Expenses	\$ 13,523.10	\$ 10,177.97	\$ 7,188.90	\$ 8,336.81
Total Cost of Sales	\$ 71,612.35	\$ 49,235.53	\$ 32,256.85	\$ 41,594.61
<b>Utilities</b>				
Maintenance	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00
Utilities	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
Telephone	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91
Total Utilities	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91
<b>Other Expenses</b>				
Insurance	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
Property/other Taxes	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Management Fees	\$ 17,049.60	\$ 10,359.35	\$ 4,381.20	\$ 6,677.01
Capital Reserves	\$ -	\$ -	\$ 15,000.00	\$ -
Total Other Expenses	\$ 31,549.60	\$ 24,859.35	\$ 33,881.20	\$ 21,177.01
<b>Gross Operating Income</b>	\$ 321,397.11	\$ 145,022.09	\$ (34,376.91)	\$ 37,408.95
<b>Schedule D - Secured</b>				
Bancorp South	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00
Jake Kirkland			\$ 3,500.00	
Jeff Hutcheson	\$ 3,500.00			\$ 3,500.00
<b>Schedule E - Unsecured Priority</b>	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00
<b>Schedule F - Unsecured</b>		\$ 1,250.00		
<b>Net Operating Income</b>	\$ 237,662.11	\$ 63,537.09	\$ (114,611.91)	\$ (46,326.05)
<b>Cash Flow</b>	\$ 237,662.11	\$ 301,199.21	\$ 186,587.30	\$ 140,261.25

2012

November	December	January	February	March	April
30%	42%	15%	20%	40%	20%
\$ 98.00	\$ 98.00	\$ 98.00	\$ 98.00	\$ 138.00	\$ 98.00
\$ 119.78	\$ 120.40	\$ 123.37	\$ 122.11	\$ 158.73	\$ 121.70
\$ 215,610.00	\$ 186,622.50	\$ 114,733.50	\$ 136,764.00	\$ 393,656.00	\$ 146,040.00
\$ 65,665.88	\$ 62,843.38	\$ 55,843.58	\$ 57,988.68	\$ 73,343.08	\$ 58,891.88
\$ 8,031.59	\$ 7,783.04	\$ 7,166.63	\$ 7,355.53	\$ 8,707.64	\$ 7,435.07
\$ 73,697.47	\$ 70,626.42	\$ 63,010.21	\$ 65,344.21	\$ 82,050.72	\$ 66,326.95
\$ 10,602.00	\$ 9,337.00	\$ 6,199.80	\$ 7,161.20	\$ 14,042.80	\$ 7,566.00
\$ 10,118.96	\$ 9,406.46	\$ 7,639.46	\$ 8,180.96	\$ 12,056.96	\$ 8,408.96
\$ 2,792.00	\$ 2,619.50	\$ 2,191.70	\$ 2,322.80	\$ 3,261.20	\$ 2,378.00
\$ 2,160.00	\$ 1,860.00	\$ 1,116.00	\$ 1,344.00	\$ 2,976.00	\$ 1,440.00
\$ 6,840.32	\$ 6,188.10	\$ 4,570.59	\$ 5,066.28	\$ 10,846.35	\$ 5,274.99
\$ 8,232.45	\$ 7,797.64	\$ 6,419.30	\$ 7,049.76	\$ 10,903.14	\$ 7,188.90
\$ 40,745.73	\$ 37,208.69	\$ 28,136.86	\$ 31,125.00	\$ 54,086.45	\$ 32,256.85
\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00
\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91
\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91
\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
\$ 6,468.30	\$ 5,598.68	\$ 3,442.01	\$ 4,102.92	\$ 11,809.68	\$ 4,381.20
\$ -	\$ 15,000.00	\$ -	\$ -	\$ 15,000.00	\$ -
\$ 20,968.30	\$ 35,098.68	\$ 17,942.01	\$ 18,602.92	\$ 41,309.68	\$ 18,881.20
\$ 32,246.60	\$ (4,263.19)	\$ (42,307.48)	\$ (26,260.04)	\$ 168,257.24	\$ (19,376.91)
\$ 75,000.00				\$ 75,000.00	\$ 75,000.00
	\$ 3,500.00			\$ 3,500.00	
		\$ 3,500.00			\$ 3,500.00
\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00
\$ 1,250.00			\$ 1,250.00		
\$ (49,238.40)	\$ (9,498.19)	\$ (51,042.48)	\$ (32,745.04)	\$ 88,022.24	\$ (103,111.91)
\$ 91,022.85	\$ 81,524.66	\$ 30,482.18	\$ (2,262.86)	\$ 85,759.37	\$ (17,352.53)

May	June	12 Month Total
30%	40%	
\$ 98.00	\$ 138.00	
\$ 119.66	\$ 158.83	
\$ 222,567.00	\$ 381,180.00	\$ 3,079,411.50
\$ 66,343.28	\$ 72,439.88	\$ 794,425.86
\$ 8,091.24	\$ 8,628.11	\$ 96,945.72
\$ 74,434.52	\$ 81,067.99	\$ 891,371.58
\$ 10,905.60	\$ 13,638.00	\$ 130,108.20
\$ 10,289.96	\$ 11,828.96	\$ 123,052.02
\$ 2,833.40	\$ 3,206.00	\$ 33,897.30
\$ 2,232.00	\$ 2,880.00	\$ 26,604.00
\$ 6,996.85	\$ 10,565.64	\$ 93,155.84
\$ 8,336.81	\$ 10,716.00	\$ 105,870.77
<hr/>		
\$ 41,594.61	\$ 52,834.60	\$ 512,688.13
\$ 9,191.00	\$ 9,191.00	\$ 110,292.00
\$ 35,000.00	\$ 35,000.00	\$ 420,000.00
\$ 3,760.91	\$ 3,760.91	\$ 45,130.92
<hr/>		
\$ 47,951.91	\$ 47,951.91	\$ 575,422.92
\$ 7,500.00	\$ 7,500.00	\$ 90,000.00
\$ 7,000.00	\$ 7,000.00	\$ 84,000.00
\$ 6,677.01	\$ 11,435.40	\$ 92,382.35
\$ -	\$ 15,000.00	\$ 60,000.00
<hr/>		
\$ 21,177.01	\$ 40,935.40	\$ 326,382.35
\$ 37,408.95	\$ 158,390.10	\$ 773,546.52
\$ 75,000.00	\$ 75,000.00	\$ 675,000.00
	\$ 3,500.00	\$ 14,000.00
		\$ 14,000.00
\$ 5,235.00	\$ 5,235.00	\$ 62,820.00
\$ 1,250.00		\$ 5,000.00
\$ (44,076.05)	\$ 78,155.10	\$ 16,726.52
<hr/>		
\$ (61,428.58)	\$ 16,726.52	

	2012			
	July	August	September	October
Occupancy %	58%	35%	20%	30%
ADR	\$ 140.00	\$ 140.00	\$ 100.00	\$ 100.00
Rev Par	\$ 159.87	\$ 161.13	\$ 123.70	\$ 121.66
Projected Sales	\$ 575,520.00	\$ 349,651.50	\$ 148,440.00	\$ 226,287.00
<b>Payroll Expenses</b>				
Hourly Payroll	\$ 85,987.88	\$ 69,843.18	\$ 58,891.88	\$ 66,343.28
Payroll Taxes	\$ 9,821.15	\$ 8,399.44	\$ 7,435.07	\$ 8,091.24
Total Payroll	\$ 95,809.03	\$ 78,242.62	\$ 66,326.95	\$ 74,434.52
<b>Cost of Sales</b>				
Restaurant Expenses	\$ 19,710.00	\$ 12,474.20	\$ 7,566.00	\$ 10,905.60
Room/Meeting Supplies	\$ 15,248.96	\$ 11,173.46	\$ 8,408.96	\$ 10,289.96
Water Park Supplies	\$ 4,034.00	\$ 3,047.30	\$ 2,378.00	\$ 2,833.40
Retail Expenses	\$ 4,320.00	\$ 2,604.00	\$ 1,440.00	\$ 2,232.00
Sales and Marketing	\$ 14,938.29	\$ 9,856.25	\$ 5,328.99	\$ 7,080.55
A & G Expenses	\$ 13,631.10	\$ 10,243.07	\$ 7,224.90	\$ 8,392.61
Total Cost of Sales	\$ 71,882.35	\$ 49,398.28	\$ 32,346.85	\$ 41,734.11
<b>Utilities</b>				
Maintenance	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00
Utilities	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
Telephone	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91
Total Utilities	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91
<b>Other Expenses</b>				
Insurance	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
Property/other Taxes	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Management Fees	\$ 17,265.60	\$ 10,489.55	\$ 4,453.20	\$ 6,788.61
Capital Reserves	\$ -	\$ -	\$ 15,000.00	\$ -
Total Other Expenses	\$ 31,765.60	\$ 24,989.55	\$ 33,953.20	\$ 21,288.61
<b>Gross Operating Income</b>	\$ 328,111.11	\$ 149,069.14	\$ (32,138.91)	\$ 40,877.85
<b>Schedule D - Secured</b>				
Bancorp South	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00	\$ 75,000.00
Jake Kirkland			\$ 3,500.00	
Jeff Hutcheson	\$ 3,500.00			\$ 3,500.00
<b>Schedule E - Unsecured Priority</b>	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00
<b>Schedule F - Unsecured</b>		\$ 1,250.00		
<b>Net Operating Income</b>	\$ 244,376.11	\$ 67,584.14	\$ (112,373.91)	\$ (42,857.15)
<b>Cash Flow</b>	\$ 244,376.11	\$ 311,960.26	\$ 199,586.35	\$ 156,729.20

2013					
November	December	January	February	March	April
30%	42%	15%	20%	40%	20%
\$ 100.00	\$ 100.00	\$ 100.00	\$ 100.00	\$ 140.00	\$ 100.00
\$ 121.78	\$ 122.40	\$ 125.37	\$ 124.11	\$ 160.73	\$ 123.70
\$ 219,210.00	\$ 189,722.50	\$ 116,593.50	\$ 139,004.00	\$ 398,616.00	\$ 148,440.00
\$ 65,665.88	\$ 62,843.38	\$ 55,843.58	\$ 57,988.68	\$ 73,343.08	\$ 58,891.88
\$ 8,031.59	\$ 7,783.04	\$ 7,166.63	\$ 7,355.53	\$ 8,707.64	\$ 7,435.07
\$ 73,697.47	\$ 70,626.42	\$ 63,010.21	\$ 65,344.21	\$ 82,050.72	\$ 66,326.95
\$ 10,602.00	\$ 9,337.00	\$ 6,199.80	\$ 7,161.20	\$ 14,042.80	\$ 7,566.00
\$ 10,118.96	\$ 9,406.46	\$ 7,639.46	\$ 8,180.96	\$ 12,056.96	\$ 8,408.96
\$ 2,792.00	\$ 2,619.50	\$ 2,191.70	\$ 2,322.80	\$ 3,261.20	\$ 2,378.00
\$ 2,160.00	\$ 1,860.00	\$ 1,116.00	\$ 1,344.00	\$ 2,976.00	\$ 1,440.00
\$ 6,921.32	\$ 6,257.85	\$ 4,612.44	\$ 5,116.68	\$ 10,957.95	\$ 5,328.99
\$ 8,286.45	\$ 7,844.14	\$ 6,447.20	\$ 7,083.36	\$ 10,977.54	\$ 7,224.90
\$ 40,880.73	\$ 37,324.94	\$ 28,206.61	\$ 31,209.00	\$ 54,272.45	\$ 32,346.85
\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00	\$ 9,191.00
\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00	\$ 35,000.00
\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91	\$ 3,760.91
\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91	\$ 47,951.91
\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
\$ 6,576.30	\$ 5,691.68	\$ 3,497.81	\$ 4,170.12	\$ 11,958.48	\$ 4,453.20
\$ -	\$ 15,000.00	\$ -	\$ -	\$ 15,000.00	\$ -
\$ 21,076.30	\$ 35,191.68	\$ 17,997.81	\$ 18,670.12	\$ 41,458.48	\$ 18,953.20
\$ 35,603.60	\$ (1,372.44)	\$ (40,573.03)	\$ (24,171.24)	\$ 172,882.44	\$ (17,138.91)
\$ 75,000.00				\$ 75,000.00	\$ 75,000.00
	\$ 3,500.00			\$ 3,500.00	
		\$ 3,500.00			\$ 3,500.00
\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00	\$ 5,235.00
\$ 1,250.00			\$ 1,250.00		
\$ (45,881.40)	\$ (6,607.44)	\$ (49,308.03)	\$ (30,656.24)	\$ 92,647.44	\$ (100,873.91)
\$ 110,847.80	\$ 104,240.36	\$ 54,932.33	\$ 24,276.09	\$ 116,923.52	\$ 16,049.62



May	June	12 Month Total
30%	40%	
\$ 100.00	\$ 140.00	
\$ 121.66	\$ 160.83	
\$ 226,287.00	\$ 385,980.00	\$ 3,123,751.50
\$ 66,343.28	\$ 72,439.88	\$ 794,425.86
\$ 8,091.24	\$ 8,628.11	\$ 96,945.72
<u>\$ 74,434.52</u>	<u>\$ 81,067.99</u>	<u>\$ 891,371.58</u>
\$ 10,905.60	\$ 13,638.00	\$ 130,108.20
\$ 10,289.96	\$ 11,828.96	\$ 123,052.02
\$ 2,833.40	\$ 3,206.00	\$ 33,897.30
\$ 2,232.00	\$ 2,880.00	\$ 26,604.00
\$ 7,080.55	\$ 10,673.64	\$ 94,153.49
\$ 8,392.61	\$ 10,788.00	\$ 106,535.87
<u>\$ 41,734.11</u>	<u>\$ 53,014.60</u>	<u>\$ 514,350.88</u>
\$ 9,191.00	\$ 9,191.00	\$ 110,292.00
\$ 35,000.00	\$ 35,000.00	\$ 420,000.00
\$ 3,760.91	\$ 3,760.91	\$ 45,130.92
<u>\$ 47,951.91</u>	<u>\$ 47,951.91</u>	<u>\$ 575,422.92</u>
\$ 7,500.00	\$ 7,500.00	\$ 90,000.00
\$ 7,000.00	\$ 7,000.00	\$ 84,000.00
\$ 6,788.61	\$ 11,579.40	\$ 93,712.55
\$ -	\$ 15,000.00	\$ 60,000.00
<u>\$ 21,288.61</u>	<u>\$ 41,079.40</u>	<u>\$ 267,712.55</u>
\$ 40,877.85	\$ 162,866.10	\$ 814,893.57
\$ 75,000.00	\$ 75,000.00	\$ 675,000.00
	\$ 3,500.00	\$ 14,000.00
		\$ 14,000.00
\$ 5,235.00	\$ 5,235.00	\$ 62,820.00
\$ 1,250.00		
<u>\$ (40,607.15)</u>	<u>\$ 82,631.10</u>	<u>\$ 63,073.57</u>
\$ (24,557.53)	\$ 58,073.57	